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RECEIVED

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8 E-Mail: mgalbut@galbuthunter.com  
9 Attorneys for Respondents Yucatan Resorts, Inc.,  
10 Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

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AZ CORP COMMISSION  
DOCUMENT CONTROL

Arizona Corporation Commission

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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS:

10 MARC SPITZER, Chairman  
11 WILLIAM A. MUNDELL  
12 JEFF MATCH-MILLER  
13 MIKE GLEASON  
14 KRISTIN K. MAYES

DOCKET NO. S-03539A-03-0000

In the matter of:

14 YUCATAN RESORTS, INC., d/b/a  
15 YUCATAN RESORTS, S.A.,

RENEWED REQUEST FOR  
EXPEDITED ORDER

16 RESORT HOLDINGS INTERNATIONAL,  
17 INC. d/b/a  
18 RESORT HOLDINGS INTERNATIONAL,  
19 S.A.,

20 WORLD PHANTASY TOURS, INC.  
21 a/k/a MAJESTY TRAVEL  
22 a/k/a VIAJES MAJESTY

(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)

23 MICHAEL E. KELLY,

Respondents.

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## I. INTRODUCTION

On May 10, 2004, Respondents Yucatan Resorts, Inc., Yucatan Resorts, S.A., Resort Holdings International, Inc., and Resort Holdings International, S.A. (collectively "Respondents"), requested an Expedited Order from Administrative Law Judge Marc E. Stern (hereinafter "ALJ Stern"), directing the Executive Secretary of the Arizona Corporation Commission, Brian C. McNeil, to issue a subpoena for the deposition testimony of Investigator Alan Walker and the Records Custodian of the Securities Division of the Arizona Corporation Commission. Additionally, the Respondents requested an order directing the issuance of a subpoena *duces tecum* for documents and records on the Securities Division.<sup>1</sup> Upon information and belief, ALJ Stern did not issue an order either granting or denying the Respondents' original Request for Expedited Order.

Since the filing of the original Expedited Order, the Securities Division filed its Proposed Witness and Exhibit List. The Division disclosed witnesses whose depositions are necessary for the Respondents' preparation of a defense in this administrative action. The filing of the Witness and Exhibit List also served to: (1) highlight the need of the Respondents to obtain documentary discovery in this action; and, once again, (2) expose the disparity in discovery opportunities that exists between the Securities Division and the Respondents. Therefore, the Respondents submit this Renewed Request for Expedited Order seeking deposition testimony and the production of documents.

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## II. ARGUMENTS AND AUTHORITIES

### 1. The Rules Expressly Provide for Pre-Hearing Depositions and Discovery.

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<sup>1</sup> A copy of the Respondents' original Request for Expedited Order is attached hereto as Exhibit "A." The arguments and authorities relied upon by the Respondents in support of the original Request for Expedited Order are hereby incorporated herein by reference.

1 Respondents request, pursuant to A.R.S. § 44-1823, § 41-1062 and A.A.C. 14-3-  
2 109, an order directing the Executive Secretary of the Arizona Corporation Commission to  
3 issue a subpoena *duces tecum* for documents<sup>2</sup>, as well as a subpoena for the depositions of:  
4 (1) Investigator Alan Walker<sup>3</sup>; (2) the Records Custodian of the Securities Division of the  
5 Arizona Corporation Commission<sup>4</sup>; (3) Investigator Gary Kirst<sup>5</sup>; (4) Marcia Taplin<sup>6</sup>; and  
6 (5) William Day.<sup>7</sup>

7  
8 A.R.S. § 44-1823(A), which is part of the Securities Act of Arizona, provides:

9  
10 For the purpose of investigations or hearings . . . any member of the  
11 commission, the director or any officer or officers designated by the  
12 commission may administer oaths and affirmations, subpoena  
13 witnesses, take evidence and require by subpoena *duces tecum* or by  
14 citation the production of books, papers, contracts, agreements or  
other documents, records or information, whether filed or kept in  
original form or electronically stored or recorded which the  
commission deems relevant or material to the inquiry.

15 See A.R.S. § 44-1823(A).

16 Similarly, A.R.S. § 41-1062, which addresses administrative procedure in  
17 adjudicative proceedings before the state government, expressly provides that,  
18 “[p]rehearing depositions and subpoenas for the production of documents may be ordered  
19 by the officer presiding at the hearing, providing the party seeking such discovery  
20 demonstrates that the party has a reasonable need of the deposition or the materials being  
21 sought.” See A.R.S. § 41-1062. Finally, “[t]he Commission, a Commissioner, or any party  
22 to a proceeding before it may cause the deposition of a witness to be taken in the manner  
23

24 <sup>2</sup> A copy of the Respondents subpoena *duces tecum* is attached hereto as Exhibit “B.”

25 <sup>3</sup> A copy of an amended proposed subpoena for Mr. Walker is attached hereto as Exhibit “C.”

26 <sup>4</sup> A copy of an amended proposed subpoena for the Records Custodian of the Securities Division is attached  
hereto as Exhibit “D.”

<sup>5</sup> A copy of the proposed subpoena for Mr. Kirst is attached hereto as Exhibit “E.”

<sup>6</sup> A copy of the proposed subpoena for Ms. Taplin is attached hereto as Exhibit “F.”

<sup>7</sup> A copy of the proposed subpoena for Mr. Day is attached hereto as Exhibit “G.”

1 prescribed by law and of the civil procedure of the Superior Court of the State of Arizona.”

2 *See* R 14-3-109.

3       In examining these statutes and rules governing administrative proceedings and the  
4 Securities Act of Arizona, it is immediately apparent that pre-hearing depositions and  
5 discovery are permitted. Moreover, as the Hearing Officer appointed to preside over this  
6 administrative proceeding, it is irrefutable that ALJ Stern has the authority to issue an order  
7 directing this discovery. The only hurdle or burden that is referenced in the rules is that the  
8 party seeking depositions and/or discovery must demonstrate a reasonable need for the  
9 discovery. *See* A.R.S. § 41-1062. Respondents can and have established a reasonable need  
10 for the requested discovery.  
11

12               **2. Respondents Have a Reasonable Need for the Depositions and**  
13               **Discovery.**

14       As fully discussed in the Respondents’ Motion to Compel or, Alternatively, to  
15 Vacate the Temporary Order to Cease and Desist, which arguments were incorporated by  
16 reference into the original Request for Expedited Order and are hereby incorporate herein  
17 by reference, the discovery sought is reasonable and absolutely necessary for Respondents’  
18 defense of this case.  
19

20       First, the Securities Division’s Proposed Witness and Exhibit List purportedly  
21 discloses only the witnesses and documents that the Division believes support its theory of  
22 this case. The Securities Division will not intentionally disclose any exculpatory  
23 information or witnesses that hurts its case. The one and only way for the Respondents to  
24 test the Division’s allegations and evidence, and to unearth exculpatory evidence, is  
25 through pre-hearing depositions and documentary discovery.  
26

      Second, the Division has disclosed expert witnesses, as well as charts and graphs

1 that purportedly will be used by the expert witnesses at Hearing.<sup>8</sup> *See* Division's Proposed  
2 Witness and Exhibit List. However, the Division has not disclosed or produced any of the  
3 documents relied on by the Division and/or its expert witnesses to create any of the charts  
4 and graphs. Moreover, the Division has not disclosed: (1) the subject matter about which  
5 the expert witnesses are being called to testify; (2) the qualifications (if any) the purported  
6 experts; (3) the opinions of the expert or any expert reports; and/or (4) what documents  
7 were relied on by the experts in forming their respective opinions. Without compelling the  
8 Division to produce this information and permitting the Respondents the opportunity to  
9 depose the aforementioned witnesses, the Respondents have no way to test the  
10 documentary information and/or the opinions of the Division's expert witnesses.  
11 Therefore, Respondents have a reasonable need of the requested discovery.  
12

13  
14 Third, the Division has been conducting unfettered discovery in this administrative  
15 action for more than one year. Specifically, the Division has openly admitted that,  
16 "[t]hrough interviews, subpoenas and other investigative techniques, the Division has been  
17 able to assemble its own preliminary listing of Arizona Universal Lease investors." *See* the  
18 Division's Motion for Production of Documents at p. 4, lines 20-21. Moreover, the  
19 Division's Witness and Exhibit List contains many of the documents produced by  
20 individuals that have been subjected to the EUOs. *See* Division's Witness and Exhibit List.  
21 Respondents were permitted to attend these EUOs, but Respondents were not afforded the  
22 right to participate in the EUOs—Respondents were denied the right to question the  
23 witness, object or even speak during EUOs.  
24

25 Further, the Division has conducted informal interviews with witnesses, without the  
26

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<sup>8</sup> The Division also named a number of non-expert witnesses, but did not disclose the subject matter of the witness's proposed testimony and/or the witness contact information.

1 presence or participation of the Respondents, and required these individuals to produce  
2 their documents—which are now being used by the Division as Exhibits for this Hearing.  
3 See the Division's Motion for Production of Documents at p. 4, lines 20-21. Thus the  
4 Division has been permitted to formally examine or informally interview any individuals  
5 that it thought may help its case and, additionally, the Division has obtained documentary  
6 discovery by requiring these individuals to produce documents that will be used against the  
7 Respondents at Hearing. Simply stated, the Division has conducted a successful end run  
8 around the discovery process while simultaneously and vigorously opposing and/or  
9 denying the Respondents' numerous discovery requests. This is not fair or just; it is trial  
10 by ambush, and constitutes a blatant disregard of the Respondents' Due Process rights.  
11

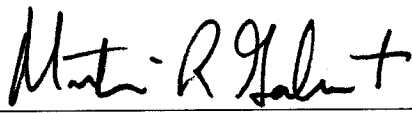
12 The only way to balance the playing field and to afford Respondents some  
13 semblance of Due Process in this administrative proceeding is to grant the Respondents'  
14 requests for depositions and discovery. Respondents have established a reasonable need  
15 for the depositions of the above-reference individuals, and for the production of the  
16 documents sought in the proposed subpoena *duces tecum*.  
17

### 18 III. CONCLUSION

19 For the foregoing reasons, the Respondents respectfully request that an Order be  
20 entered directing the Executive Secretary of the Arizona Corporation Commission, Brian  
21 C. McNeil, to issue a subpoena for the deposition testimony of the aforementioned  
22 witnesses, and a subpoena *duces tecum* for the requested documents and records.  
23  
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1 Dated this 19th day of October, 2004.

2  
3 GALBUT & HUNTER  
A Professional Corporation

4  
5 By   
6 Martin R. Galbut  
7 Jeana R. Webster  
8 Camelback Esplanade, Suite 1020  
9 2425 East Camelback Road  
10 Phoenix, Arizona 85016

11 ORIGINAL and 13 copies of the foregoing  
12 hand-delivered this 19th day of October, 2004 to:

13 Docket Control  
14 Arizona Corporation Commission  
15 1200 West Washington Street  
Phoenix, Arizona 85007

16 COPY of the foregoing hand-delivered  
17 this 19th day of October, 2004 to:

18 Honorable Marc Stern  
19 Administrative Law Judge  
Hearing Division  
20 Arizona Corporation Commission  
1200 West Washington Street  
21 Phoenix, Arizona 85007

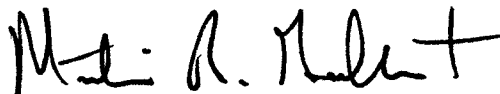
22 Jaime Palfai, Esq.  
23 Matthew J. Neubert, Esq.  
Securities Division  
24 Arizona Corporation Commission  
1300 West Washington Street, 3rd Floor  
25 Phoenix, Arizona 85007  
26

1 COPY of the foregoing sent *via* U.S. Mail  
2 this 19th day of October, 2004 to:

3 Joel Held, Esq.  
4 Elizabeth Yingling, Esq.  
5 BAKER & McKENZIE  
6 2300 Trammell Crow Center  
7 2001 Ross Avenue – Ste.2300  
8 Dallas, Texas 75201  
9 Attorneys for Respondents  
10 Yucatan Resorts, Inc., Yucatan Resorts, S.A.,  
11 RHI, Inc., and RHI, S.A.

12 Paul J. Roshka, Jr., Esq.  
13 James McGuire, Esq.  
14 ROSHKA HEYMAN & DeWULF, PLC  
15 One Arizona Center  
16 400 East Van Buren Street, Suite 800  
17 Phoenix, Arizona 85004  
18 Attorneys for Respondents  
19 Michael and Lori Kelly

20 Tom Galbraith, Esq.  
21 Kirsten Copeland, Esq.  
22 MEYER, HENDRICKS & BIVENS P.A.  
23 3003 N. Central Ave. – Ste. 1200  
24 Phoenix, Arizona 85012-2915  
25 Attorneys for Respondent  
26 World Phantasy Tours, Inc.



Martin R. Galbut, Esq.



# Exhibit "A"

1 Martin R. Galbut (#002943)  
2 Jeana R. Webster (#021387)  
3 GALBUT & HUNTER  
4 A Professional Corporation  
5 2425 East Camelback, Suite 1020  
6 Phoenix, Arizona 85016  
7 Telephone: 602-955-1455  
8 Facsimile: 602-955-1585  
9 E-Mail: mgalbut@galbuthunter.com  
10 Attorneys for Respondents Yucatan Resorts, Inc.,  
11 Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS:

MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF MATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES

In the matter of:

YUCATAN RESORTS, INC., d/b/a  
YUCATAN RESORTS, S.A.,

RESORT HOLDINGS INTERNATIONAL,  
INC. d/b/a  
RESORT HOLDINGS INTERNATIONAL,  
S.A.,

WORLD PHANTASY TOURS, INC.  
a/k/a MAJESTY TRAVEL  
a/k/a VIAJES MAJESTY

MICHAEL E. KELLY,

Respondents.

DOCKET NO. S-03539A-03-0000

REQUEST FOR EXPEDITED ORDER

(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)

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1 CONCLUSION

2 For the foregoing reasons, the Respondents respectfully request that an Order be entered  
3 directing the Executive Secretary of the Arizona Corporation Commission, Brian C. McNeil, to  
4 issue a subpoena for the deposition testimony of the aforementioned witnesses, and a subpoena  
5 *duces tecum* for the requested documents and records.  
6

7 Dated this 10th day of May, 2004.

8 GALBUT & HUNTER  
9 A Professional Corporation

10  
11 By Jeana R. Webster  
12 Martin R. Galbut  
13 Jeana R. Webster  
14 Camelback Esplanade, Suite 1020  
15 2425 East Camelback Road  
16 Phoenix, Arizona 85016

17 ORIGINAL and 13 copies of the foregoing  
18 hand-delivered this 10th day of May, 2004 to:

19 Docket Control  
20 Arizona Corporation Commission  
21 1200 West Washington Street  
22 Phoenix, Arizona 85007

23 COPY of the foregoing hand-delivered  
24 this 10th day of May, 2004 to:

25 Honorable Marc Stern  
26 Administrative Law Judge  
Hearing Division  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007


1 Jaime Palfai, Esq.  
2 Matthew J. Neubert, Esq.  
3 Securities Division  
4 Arizona Corporation Commission  
5 1300 West Washington Street, 3rd Floor  
6 Phoenix, Arizona 85007

7 COPY of the foregoing sent *via* U.S. Mail  
8 this 10th day of May, 2004 to:

9 Joel Held, Esq.  
10 Elizabeth Yingling, Esq.  
11 BAKER & McKENZIE  
12 2300 Trammell Crow Center  
13 2001 Ross Avenue - Ste. 2300  
14 Dallas, Texas 75201  
15 Attorneys for Respondents  
16 Yucatan Resorts, Inc., Yucatan Resorts, S.A.,  
17 RHI, Inc., and RHI, S.A.

18 Paul J. Roshka, Jr., Esq.  
19 James McGuire, Esq.  
20 ROSHKA HEYMAN & DeWULF, PLC  
21 One Arizona Center  
22 400 East Van Buren Street, Suite 800  
23 Phoenix, Arizona 85004  
24 Attorneys for Respondents  
25 Michael and Lori Kelly

26 Tom Galbraith, Esq.  
Kirsten Copeland, Esq.  
MEYER, HENDRICKS & BIVENS P.A.  
3003 N. Central Ave. - Ste. 1200  
Phoenix, Arizona 85012-2915  
Attorneys for Respondent  
World Phantasy Tours, Inc.

27   
28 Jeana R. Webster, Esq.

# **EXHIBIT 1**

1 Martin R. Galbut (#002943)  
2 Jeana R. Webster (#021387)  
3 GALBUT & HUNTER  
4 A Professional Corporation  
5 2425 East Camelback, Suite 1020  
6 Phoenix, Arizona 85016  
7 Telephone: 602-955-1455  
8 Facsimile: 602-955-1585  
9 E-Mail: mgalbut@galbuthunter.com  
10 Attorneys for Respondents Yucatan Resorts, Inc.,  
11 Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS:

MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF MATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES

In the matter of:

YUCATAN RESORTS, INC., d/b/a  
YUCATAN RESORTS, S.A.,  
RESORT HOLDINGS INTERNATIONAL,  
INC. d/b/a  
RESORT HOLDINGS INTERNATIONAL,  
S.A.,  
WORLD PHANTASY TOURS, INC.  
a/k/a MAJESTY TRAVEL  
a/k/a VIAJES MAJESTY

MICHAEL E. KELLY,

Respondents.

DOCKET NO. S-03539A-03-0000

SUBPOENA FOR DEPOSITION  
TESTIMONY

(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)

1 **THE ARIZONA CORPORATION COMMISSION TO:** Mr. Alan Walker  
2 Investigator  
3 Securities Division  
4 Arizona Corporation Commission  
5 1300 W. Washington, 3<sup>rd</sup> Floor  
6 Phoenix, Arizona 85007

7 **YOU ARE COMMANDED**, pursuant to Ariz. Rev. Stat. § 44-1823 and A.A.C. 14-3-109,  
8 to appear and give deposition testimony at the time and place specified below:

9 **DATE AND TIME OF APPEARANCE:** May 26, 2004, at 9:00 a.m.

10 **PLACE OF APPEARANCE:** Securities Division  
11 Arizona Corporation Commission  
12 1300 W. Washington, 3<sup>rd</sup> Floor  
13 Phoenix, Arizona 85007

14 You have been subpoenaed by the attorneys for Respondents Yucatan Resorts, Inc.,  
15 Yucatan Resorts, S.A., RHI, Inc., and RHI, S.A.

16 **YOU ARE HEREBY NOTIFIED THAT DISOBEDIENCE OF THIS SUBPOENA MAY**  
17 **SUBJECT YOU TO FURTHER PROCEEDINGS AND PENALTIES UNDER THE LAW.**

18 Dated this \_\_\_\_ day of May, 2004.

19  
20  
21 Brian C. McNeil, Executive Secretary  
22 Of the Arizona Corporation Commission  
23  
24  
25  
26



## **EXHIBIT 2**

1 Martin R. Galbut (#002943)  
2 Jeana R. Webster (#021387)  
3 GALBUT & HUNTER  
4 A Professional Corporation  
5 2425 East Camelback, Suite 1020  
6 Phoenix, Arizona 85016  
7 Telephone: 602-955-1455  
8 Facsimile: 602-955-1585  
9 E-Mail: mgalbut@galbuthunter.com  
10 Attorneys for Respondents Yucatan Resorts, Inc.,  
11 Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

8 **BEFORE THE ARIZONA CORPORATION COMMISSION**

9  
10 **COMMISSIONERS:**

11 **MARC SPITZER, Chairman**  
12 **WILLIAM A. MUNDELL**  
13 **JEFF MATCH-MILLER**  
14 **MIKE GLEASON**  
15 **KRISTIN K. MAYES**

16 In the matter of:

17 **YUCATAN RESORTS, INC., d/b/a**  
18 **YUCATAN RESORTS, S.A.,**

19 **RESORT HOLDINGS INTERNATIONAL,**  
20 **INC. d/b/a**  
21 **RESORT HOLDINGS INTERNATIONAL,**  
22 **S.A.,**

23 **WORLD PHANTASY TOURS, INC.**  
24 **a/k/a MAJESTY TRAVEL**  
25 **a/k/a VIAJES MAJESTY**

26 **MICHAEL E. KELLY,**

**Respondents.**

DOCKET NO. S-03539A-03-0000

**SUBPOENA FOR DEPOSITION  
TESTIMONY**

**(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)**

1 **THE ARIZONA CORPORATION COMMISSION TO:** Records Custodian  
2 Securities Division  
3 Arizona Corporation Commission  
4 1300 W. Washington, 3<sup>rd</sup> Floor  
Phoenix, Arizona 85007

5 **YOU ARE COMMANDED**, pursuant to Ariz. Rev. Stat. § 44-1823 and A.A.C. 14-3-109,  
6 to appear and give deposition testimony at the time and place specified below:

7  
8 **DATE AND TIME OF APPEARANCE:** May 26, 2004, at 3:00 p.m.

9 **PLACE OF APPEARANCE:** Securities Division  
10 Arizona Corporation Commission  
11 1300 W. Washington, 3<sup>rd</sup> Floor  
Phoenix, Arizona 85007

12 You have been subpoenaed by the attorneys for Respondents Yucatan Resorts, Inc.,  
13 Yucatan Resorts, S.A., RHI, Inc., and RHI, S.A.

14 **YOU ARE HEREBY NOTIFIED THAT DISOBEDIENCE OF THIS SUBPOENA MAY**  
15 **SUBJECT YOU TO FURTHER PROCEEDINGS AND PENALTIES UNDER THE LAW.**

16 Dated this \_\_\_\_ day of May, 2004.  
17  
18  
19

20 Brian C. McNeil, Executive Secretary  
21 Of the Arizona Corporation Commission  
22  
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25  
26

# **EXHIBIT 3**

1 Martin R. Galbut (#002943)  
2 Jeana R. Webster (#021387)  
3 GALBUT & HUNTER  
4 A Professional Corporation  
5 2425 East Camelback, Suite 1020  
6 Phoenix, Arizona 85016  
7 Telephone: 602-955-1455  
8 Facsimile: 602-955-1585  
9 E-Mail: mgalbut@galbuthunter.com  
10 Attorneys for Respondents Yucatan Resorts, Inc.,  
11 Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS:

MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF MATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES

DOCKET NO. S-03539A-03-0000

In the matter of:

YUCATAN RESORTS, INC., d/b/a  
YUCATAN RESORTS, S.A.,

SUBPOENA DUCES TECUM

RESORT HOLDINGS INTERNATIONAL,  
INC. d/b/a  
RESORT HOLDINGS INTERNATIONAL,  
S.A.,

(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)

WORLD PHANTASY TOURS, INC.  
a/k/a MAJESTY TRAVEL  
a/k/a VIAJES MAJESTY

MICHAEL E. KELLY,

Respondents.

1 **THE ARIZONA CORPORATION COMMISSION TO:** Custodian of Records  
2 Securities Division  
3 Arizona Corporation Commission  
4 C/o Jaime Palfai, Esq.  
5 1300 W. Washington, 3<sup>rd</sup> Floor  
6 Phoenix, Arizona 85007

7 **YOU ARE COMMANDED**, pursuant to Ariz. Rev. Stat. § 41-1062(A)(4) and § 41-  
8 1092.07(F)(4), as well as A.A.C. Rule 14-3-109(O), as well as A.A.C. Rule 14-3-109(O), to  
9 produce and permit inspection and copying of designated books, documents or tangible things in your  
10 possession, custody or control listed on Exhibit 1 hereto.

11 **DATE AND TIME OF APPEARANCE:** May 24, 2004, at 10:00 a.m.

12 **PLACE OF APPEARANCE:** GALBUT & HUNTER,  
13 a Professional Corporation  
14 2425 E. Camelback Road  
15 Suite 1020  
16 Phoenix, Arizona 85016

17 **YOU ARE HEREBY NOTIFIED THAT DISOBEDIENCE OF THIS SUBPOENA**  
18 **MAY SUBJECT YOU TO FURTHER PROCEEDINGS AND PENALTIES UNDER THE**  
19 **LAW.**

20 Dated this \_\_\_\_ day of May, 2004.

21  
22 Brian C. McNeil, Executive Secretary  
23 Of the Arizona Corporation Commission

24 **AT THE REQUEST OF:** Respondents, Yucatan Resorts, Inc., Yucatan Resorts, S.A.,  
25 Resort Holdings International, Inc., and Resort Holdings International, S.A., whose local attorneys'  
26 name, address and telephone number is: Galbut & Hunter, A Professional Corporation, Camelback

1 Esplanade, Suite 1020, 2425 East Camelback Road, Phoenix, Arizona 85016, (602) 955-1455.

2 I.  
3 DEFINITIONS

4 The following definitions shall apply herein:

5 1. "Amended Order" means the Arizona Securities Division's First Amended  
6 Temporary Order to Cease and Desist and Notice of Opportunity for Hearing, dated September 18,  
7 2003.

8 2. "Arizona Resident" means any individual or corporate resident of the State of  
9 Arizona, including those individuals referred to as "investors" or "purchasers" throughout the Order.

10 3. "Commission" means the Arizona Corporation Commission, including any  
11 predecessor agency, the Office of the Commissioner of Securities, and the Staff of the Enforcement  
12 Unit, Registration and Enforcement Section, or any other Section thereof, and its employees, agents  
13 and assigns.

14 4. "Communication" or "Communications" means any contact or act by which  
15 information or knowledge is transmitted or conveyed between two or more persons and includes,  
16 without limitation: (1) written contact, whether by letter, memoranda, telegram, telex, or other  
17 documents; (2) oral contact, whether by face-to-face meetings, telephone conversations, or otherwise;  
18 and (3) nonverbal acts intended to communicate or convey any meaning, understanding, or other  
19 message.

20 5. "Division" means the Arizona Securities Division, including any predecessor agency,  
21 the Office of the Division, and the Staff of the Enforcement Unit, Registration and Enforcement  
22 Section, or any other section thereof, and its employees, agents and assigns.

23 6. "Document" means any and all writings of any kind, including the originals and non-  
24 identical copies, whether different from the originals by reason of any notation made on such copies  
25  
26

1 or otherwise, including without limitation, correspondence, memoranda, notes, diaries, statistics,  
2 letters, telegrams, minutes, contracts, reports, studies, text, statements, receipts, returns, summaries,  
3 pamphlets, books, prospectuses, inter-office and intra-office communications, offers, notations of any  
4 sort regarding conversations, telephone calls, meetings or other communications, bulletins, printed  
5 matters, computer printouts, teletypes, telefax, invoices, work sheets, and each and every draft,  
6 alteration, modification, change or amendment of any kind of the foregoing; graphic or aural records  
7 and oral representations of any kind, including without limitation, photographs, charts, graphs,  
8 microfiche, microfilm, video tapes, recordings, motion pictures; and electronic, magnetic, mechanical  
9 or electric records or representations of any kind, including without limitation, tapes, cassettes, disks,  
10 computer generated or stored information and recordings. All documents should be produced without  
11 alteration with any and all exhibits and attachments thereto.  
12

13 7. "Evidence" or "Evidencing" means tending to show, in any probative manner, the  
14 existence or nonexistence of any matter.  
15

16 8. "Identify," when used in reference as a natural person, means state the full name,  
17 present or last name, complete residential and business address and the name of the current or last  
18 employer; if the person is an entity, state the current name for the entity, its principal home office  
19 address and home telephone number, and the name of the natural person with whom most of the  
20 communications with such entity are made or the name of the natural person whom the party  
21 responding to these interrogatories believes would have personal knowledge regarding the  
22 information requested in the interrogatories; and "Identify" when used in reference to document,  
23 means to state the type of document identified, its author and his or her title and position, the dates the  
24 document was created, the addressee(s) and their title or position, the person(s) receiving a copy and  
25 their title or position, and a general description of the subject matter contained in such document.  
26



- 1           9.     **"Kelly"** means Michael E. Kelly, and his employees and agents.
- 2           10.    **"Lori Kelly"** means Lori Kelly, Michael E. Kelly's spouse.
- 3           11.    **"Order"** means the Arizona Securities Division's Temporary Order to Cease and  
4 Desist and Notice of Opportunity for Hearing, dated May 20, 2003.
- 5           12.    **"Person"** means all natural persons, male or female, and all types and kinds of  
6 business and other entities, including, but not limited to, corporations, partnerships, joint ventures and  
7 sole proprietorships.
- 8           13.    **"Proceeding"** refers to all claims, crossclaims, counterclaims, and defenses, whether  
9 now asserted or asserted hereafter by amendments, supplement or otherwise, of the parties of the  
10 above-styled and numbered administrative proceeding.
- 11           14.    **"Relating"** or **"Relates"** means, in addition to its customary usual meaning,  
12 discussing, referring to, pertaining, reflecting, showing or recording.
- 13           15.    **"Resort Holdings"** means Resort Holdings International, Inc., and its officers,  
14 directors, employees, and agents.
- 15           16.    **"Resort Holdings, S.A."** means Resort Holdings International, S.A. and its officers,  
16 directors, employees, and agents.
- 17           17.    **"Universal Lease"** means the "Universal Lease Program" specifically referred to in  
18 paragraph 11 and generally referred to throughout the Order.
- 19           18.    **"Universal Lease Sales Agent"** means any company or individual that the Division  
20 contends has offered and/or sold Universal Leases in or from the State of Arizona.
- 21           19.    **"World Phantasy Tours"** means World Phantasy Tours, Inc., a/k/a Majesty Travel  
22 and Viajes Majesty (as identified in the Order), and its officers, directors, employees, and agents.
- 23           20.    **"Yucatan"** means Yucatan Resorts, Inc., and its officers, directors, employees, and  
24  
25  
26

1 agents.

2 21. "Yucatan S.A." means Yucatan Resorts, S.A., and its officers, directors, employees,  
3 and agents.

4 II.  
5 INSTRUCTIONS FOR USE

6 1. The reference to "Division" in any Subpoena request shall include:

7 (a) you;

8 (b) any person or entity which is controlled by you; and

9 (c) your legal counsel and/or any other agent or representative.

10 2. The documents or things sought by this Subpoena include documents, information  
11 and things known or available to the parties or person(s), their attorneys and all present and former  
12 agents, servants, representatives, investigators and others who may have obtained custody of the  
13 documents and things on behalf of the party or their attorneys at any time.

14 3. In producing documents and things, indicate the particular Subpoena request to  
15 which a produced document or thing is responsive. The response shall state, with respect to each  
16 item or category, that the documents will be produced and related activities will be permitted as  
17 requested, unless the request is objected to, in which event the reasons for objection shall be  
18 stated.

19 4. Unless otherwise indicated, this Subpoena covers the time frame of January 1, 2002  
20 to the present. This is referred to herein as the "time period".

21 5. If any requested document or thing cannot be produced in full, produce each such  
22 document to the extent possible, specifying each reason for your inability to produce the  
23

1 remainder and stating whatever information, knowledge or belief you have concerning the  
2 unproduced portion and the expected dates on which full production can be completed.

3 6. If any documents or things requested were in existence but are no longer in  
4 existence, then so state, specifying for each document or thing:

5 (a) The type of document or thing;

6 (b) The type(s) of information contained therein;

7 (c) The date upon which it ceased to exist;

8 (d) The circumstances under which it ceased to exist;

9 (e) The identity of each person or persons having knowledge or who had  
10 knowledge of the contents thereof; and,

11 (f) The identity of each person or persons having knowledge of the  
12 circumstances under which each document or thing ceased to exist.

13 7. This Subpoena *Duces Tecum* is deemed to be continuing. If, after producing  
14 documents and things, you obtain or become aware of any further documents, thing or information  
15 responsive to this First Subpoena *Duces Tecum*, you are required to produce to  
16 Petitioner/Appellant such additional documents and things, or provide Petitioner/Appellant with  
17 such additional information.

18 8. File folders with tabs or labels identifying documents called for by this Subpoena  
19 must be produced intact with such documents.

20 9. Documents attached to each other should not be separated.

21 10. In lieu of producing originals or copies thereof responsive to this Subpoena, you  
22 may, at your option, submit legible photographic or other reproductions of such documents,  
23

1 provided that the originals or copies from which such productions were made are retained by you  
2 until the final disposition of this matter.

3 11. In the event that you seek to withhold any documents, things or information on the  
4 basis that it is properly subject to some limitation on discovery, you shall supply  
5 Petitioner/Appellant with a list of the documents and things for which limitation of discovery is  
6 claimed, indicating:  
7

8 (a) The name of such author, writer, sender or initiator of such document or  
9 thing, if any;

10 (b) The name of each recipient, addressee or party for whom such document or  
11 thing was intended, if any;

12 (c) The name of the person in custody or charge of possession of each such  
13 document;  
14

15 (d) The date of each such document, if any, or an estimate thereof and so  
16 indicated as an estimate;

17 (e) The general subject matter as described in each such document, or, if no  
18 such description appears, then such other description sufficient to identify said document;

19 (f) The name, business address and position of each person who has seen, or  
20 has access to or knowledge of, the contents or nature of any such document; and  
21

22 (g) The claimed grounds for limitation of discovery (e.g. "attorney-client  
23 privilege").  
24  
25  
26

1 EXHIBIT 1

2 DOCUMENT REQUESTS

3 Please provide each of the following:

4 1. Any and all documents relied upon by the Division in bringing and pursuing this  
5 Proceeding, including, but not limited to: (a) any documents evidencing, relating to, or concerning  
6 any conversations or communications between the Division, on one hand, and any or all of the  
7 Respondents to this Proceeding, on the other hand; and (b) any documents the Division has  
8 obtained, whether by subpoena or otherwise, in connection with its investigation of Respondents;  
9 and (c) any documents the Division may or will use in any way in this Proceeding at any time.

10 2. Any and all documents evidencing, relating to, or concerning the allegations of  
11 securities violations by any or all of the Respondents to this Proceeding, as alleged in paragraphs  
12 9, and 53-59 of the Amended Order.

13 3. Any and all documents evidencing, relating to, or concerning the allegations regarding  
14 Avalon Resorts as contained in paragraph 7 of the Amended Order.

15 4. Any and all documents evidencing, relating to or concerning the allegation that  
16 "investor funds are being pooled," as alleged in paragraph 18 of the Amended Order.

17 5. Any and all documents, evidencing, relating to or concerning communications between  
18 any Arizona Resident or Universal Lease Sales Agent, on the one hand, and the Division, on the  
19 other hand, relating to this Proceeding or the subject matter thereof.

20 6. Any and all documents evidencing, relating to or concerning the Scottsdale, Arizona  
21 seminar referred to in paragraph 20 of the Amended Order.

22 7. Any and all documents evidencing, relating to or concerning the allegation contained in  
23 paragraph 21 of the Amended Order that "options 1 and 2 are illusory choices, effectively leaving  
24

1 option 3 as sole Universal Lease Program alternative.”

2 8. Any and all documents evidencing, relating to or concerning the allegations contained  
3 in paragraph 22 and 34 of the Amended Order.

4 9. Any and all documents evidencing, relating to or concerning the Arizona Department  
5 of Real Estate and its involvement, participation and/or knowledge as to any and all aspects of this  
6 Proceeding.

7  
8 10. Any and all documents evidencing, relating to or concerning any administrative orders  
9 the Division contends were issued against any or all of the Respondents to this Proceeding, as  
10 alleged in paragraphs 49-51 of the Amended Order.

11 11. Any and all documents evidencing, relating to or concerning communications between  
12 the Division, on the one hand, and any federal or state regulatory authority (including, without  
13 limitation, the Arizona Real Estate Division) on the other hand, concerning this Proceeding and/or  
14 any Respondent herein.

15  
16 12. Any and all documents evidencing, relating to, or concerning the Arizona Sales Agents  
17 referenced to in paragraphs 13 and 37 of the Amended Order.

18 13. Any and all documents evidencing, relating to, or concerning the allegations that the  
19 Universal Lease Program was or is a “scheme.”

20 14. Any and all documents evidencing, relating to or concerning the bank accounts of any  
21 Respondents to this Proceeding.

22 15. Any and all documents evidencing, analyzing, reviewing, relating to or concerning  
23 training materials allegedly provided to Universal Lease Sales Agents.

24 16. Any and all notes, memoranda or other documents evidencing, relating to or  
25 concerning Allen Walker’s meetings, correspondence and/or conversations with any of the  
26

1 Respondents and/or any Universal Lease Sales Agent.

2 17. Any and all documents evidencing, relating to or concerning correspondence or other  
3 communications between Allen Walker, on the one hand, and any agent, employee or  
4 representative of the Pennsylvania Securities Commission, on the other hand.

5 18. Any and all documents that the Division might, expects to, or will use as exhibits or  
6 evidence in this Proceeding (including, without limitation, at the Hearing).  
7

8 19. Any and all documents evidencing, relating to or concerning "Universal Lease  
9 promotional materials," as referenced in paragraph 25 of the Amended Order.

10 20. Any and all documents evidencing, relating to or concerning the allegations relating  
11 to One Vision Children's Foundation, Inc. referenced in paragraph 41 of the Amended Order.

12 21. Any and all documents evidencing, relating to or concerning the allegation, though not  
13 specifically plead in the Amended Order, relating to the Respondents involvement in a ponzi  
14 scheme --as asserted by the Securities Division during the March 4, 2004, Pre-Hearing Conference.  
15  
16  
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26

# Exhibit "B"



Martin R. Galbut (#002943)  
Jeana R. Webster (#021387)  
GALBUT & HUNTER  
A Professional Corporation  
2425 East Camelback, Suite 1020  
Phoenix, Arizona 85016  
Telephone: 602-955-1455  
Facsimile: 602-955-1585  
E-Mail: mgalbut@galbuthunter.com  
Attorneys for Respondents Yucatan Resorts, Inc.,  
Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

**BEFORE THE ARIZONA CORPORATION COMMISSION**

**COMMISSIONERS:**

**MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF MATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES**

In the matter of:

**YUCATAN RESORTS, INC., d/b/a  
YUCATAN RESORTS, S.A.,**

**RESORT HOLDINGS INTERNATIONAL,  
INC. d/b/a  
RESORT HOLDINGS INTERNATIONAL,  
S.A.,**

**WORLD PHANTASY TOURS, INC.  
a/k/a MAJESTY TRAVEL  
a/k/a VIAJES MAJESTY**

**MICHAEL E. KELLY,**

Respondents.

DOCKET NO. S-03539A-03-0000

***SUBPOENA DUCES TECUM***

**(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)**

**THE ARIZONA CORPORATION COMMISSION TO:** Custodian of Records  
Securities Division  
Arizona Corporation Commission  
C/o Jaime Palfai, Esq.  
1300 W. Washington, 3<sup>rd</sup> Floor  
Phoenix, Arizona 85007

**YOU ARE COMMANDED**, pursuant to, *inter alia*, Ariz. Rev. Stat. § 41-1062(A)(4) and § 41-1092.07(F)(4), as well as A.A.C. Rule 14-3-109, to produce and permit inspection and copying of designated books, documents or tangible things in your possession, custody or control listed on Exhibit 1 hereto.

**DATE AND TIME OF APPEARANCE:** November 12, 2004, at 10:00 a.m.

**PLACE OF APPEARANCE:** GALBUT & HUNTER,  
a Professional Corporation  
2425 E. Camelback Road  
Suite 1020  
Phoenix, Arizona 85016

**YOU ARE HEREBY NOTIFIED THAT DISOBEDIENCE OF THIS SUBPOENA  
MAY SUBJECT YOU TO FURTHER PROCEEDINGS AND PENALTIES UNDER THE  
LAW.**

Dated this \_\_\_\_ day of October, 2004.

\_\_\_\_\_  
Brian C. McNeil, Executive Secretary  
Of the Arizona Corporation Commission

**AT THE REQUEST OF:** Respondents, Yucatan Resorts, Inc., Yucatan Resorts, S.A.,  
Resort Holdings International, Inc., and Resort Holdings International, S.A., whose local  
attorneys' name, address and telephone number is: Galbut & Hunter, A Professional Corporation,  
Camelback Esplanade, Suite 1020, 2425 East Camelback Road, Phoenix, Arizona 85016, (602)  
955-1455.

**I.**  
**DEFINITIONS**

The following definitions shall apply herein:

1. **"Amended Order"** means the Arizona Securities Division's First Amended Temporary Order to Cease and Desist and Notice of Opportunity for Hearing, dated September 18, 2003.
2. **"Arizona Resident"** means any individual or corporate resident of the State of Arizona, including those individuals referred to as "investors" or "purchasers" throughout the Order.
3. **"Commission"** means the Arizona Corporation Commission, including any predecessor agency, the Office of the Commissioner of Securities, and the Staff of the Enforcement Unit, Registration and Enforcement Section, or any other Section thereof, and its employees, agents and assigns.
4. **"Communication"** or **"Communications"** means any contact or act by which information or knowledge is transmitted or conveyed between two or more persons and includes, without limitation: (1) written contact, whether by letter, memoranda, telegram, telex, or other documents; (2) oral contact, whether by face-to-face meetings, telephone conversations, or otherwise; and (3) nonverbal acts intended to communicate or convey any meaning, understanding, or other message.
5. **"Division"** means the Arizona Securities Division, including any predecessor agency, the Office of the Division, and the Staff of the Enforcement Unit, Registration and Enforcement Section, or any other section thereof, and its employees, agents and assigns.
6. **"Document"** means any and all writings of any kind, including the originals and non-identical copies, whether different from the originals by reason of any notation made on such

copies or otherwise, including without limitation, correspondence, memoranda, notes, diaries, statistics, letters, telegrams, minutes, contracts, reports, studies, text, statements, receipts, returns, summaries, pamphlets, books, prospectuses, inter-office and intra-office communications, offers, notations of any sort regarding conversations, telephone calls, meetings or other communications, bulletins, printed matters, computer printouts, teletypes, telefax, invoices, work sheets, and each and every draft, alteration, modification, change or amendment of any kind of the foregoing; graphic or aural records and oral representations of any kind, including without limitation, photographs, charts, graphs, microfiche, microfilm, video tapes, recordings, motion pictures; and electronic, magnetic, mechanical or electric records or representations of any kind, including without limitation, tapes, cassettes, disks, computer generated or stored information and recordings. All documents should be produced without alteration with any and all exhibits and attachments thereto.

7. **"Evidence"** or **"Evidencing"** means tending to show, in any probative manner, the existence or nonexistence of any matter.

8. **"Identify,"** when used in reference as a natural person, means state the full name, present or last name, complete residential and business address and the name of the current or last employer; if the person is an entity, state the current name for the entity, its principal home office address and home telephone number, and the name of the natural person with whom most of the communications with such entity are made or the name of the natural person whom the party responding to these interrogatories believes would have personal knowledge regarding the information requested in the interrogatories; and **"Identify"** when used in reference to document, means to state the type of document identified, its author and his or her title and position, the dates the document was created, the addressee(s) and their title or position, the person(s) receiving a copy and their title or position, and a general description of the subject matter contained in such

document.

9. **"Kelly"** means Michael E. Kelly, and his employees and agents.
10. **"Lori Kelly"** means Lori Kelly, Michael E. Kelly's spouse.
11. **"Order"** means the Arizona Securities Division's Temporary Order to Cease and Desist and Notice of Opportunity for Hearing, dated May 20, 2003.
12. **"Person"** means all natural persons, male or female, and all types and kinds of business and other entities, including, but not limited to, corporations, partnerships, joint ventures and sole proprietorships.
13. **"Proceeding"** refers to all claims, crossclaims, counterclaims, and defenses, whether now asserted or asserted hereafter by amendments, supplement or otherwise, of the parties of the above-styled and numbered administrative proceeding.
14. **"Relating"** or **"Relates"** means, in addition to its customary usual meaning, discussing, referring to, pertaining, reflecting, showing or recording.
15. **"Resort Holdings"** means Resort Holdings International, Inc., and its officers, directors, employees, and agents.
16. **"Resort Holdings, S.A."** means Resort Holdings International, S.A. and its officers, directors, employees, and agents.
17. **"Universal Lease"** means the "Universal Lease Program" specifically referred to in paragraph 11 and generally referred to throughout the Order.
18. **"Universal Lease Sales Agent"** means any company or individual that the Division contends has offered and/or sold Universal Leases in or from the State of Arizona.
19. **"World Phantasy Tours"** means World Phantasy Tours, Inc., a/k/a Majesty Travel and Viajes Majesty (as identified in the Order), and its officers, directors, employees, and agents.

20. "Yucatan" means Yucatan Resorts, Inc., and its officers, directors, employees, and agents.

21. "Yucatan S.A." means Yucatan Resorts, S.A., and its officers, directors, employees, and agents.

## II. INSTRUCTIONS FOR USE

1. The reference to "Division" in any Subpoena request shall include:
  - (a) you;
  - (b) any person or entity which is controlled by you; and
  - (c) your legal counsel and/or any other agent or representative.
2. The documents or things sought by this Subpoena include documents, information and things known or available to the parties or person(s), their attorneys and all present and former agents, servants, representatives, investigators and others who may have obtained custody of the documents and things on behalf of the party or their attorneys at any time.
3. In producing documents and things, indicate the particular Subpoena request to which a produced document or thing is responsive. The response shall state, with respect to each item or category, that the documents will be produced and related activities will be permitted as requested, unless the request is objected to, in which event the reasons for objection shall be stated.
4. Unless otherwise indicated, this Subpoena covers the time frame of January 1, 2002 to the present. This is referred to herein as the "time period".
5. If any requested document or thing cannot be produced in full, produce each such document to the extent possible, specifying each reason for your inability to produce the

remainder and stating whatever information, knowledge or belief you have concerning the unproduced portion and the expected dates on which full production can be completed.

6. If any documents or things requested were in existence but are no longer in existence, then so state, specifying for each document or thing:

- (a) The type of document or thing;
- (b) The type(s) of information contained therein;
- (c) The date upon which it ceased to exist;
- (d) The circumstances under which it ceased to exist;
- (e) The identity of each person or persons having knowledge or who had knowledge of the contents thereof; and,
- (f) The identity of each person or persons having knowledge of the circumstances under which each document or thing ceased to exist.

7. This Subpoena *Duces Tecum* is deemed to be continuing. If, after producing documents and things, you obtain or become aware of any further documents, thing or information responsive to this First Subpoena *Duces Tecum*, you are required to produce to Petitioner/Appellant such additional documents and things, or provide Petitioner/Appellant with such additional information.

8. File folders with tabs or labels identifying documents called for by this Subpoena must be produced intact with such documents.

9. Documents attached to each other should not be separated.

10. In lieu of producing originals or copies thereof responsive to this Subpoena, you may, at your option, submit legible photographic or other reproductions of such documents,

provided that the originals or copies from which such productions were made are retained by you until the final disposition of this matter.

11. In the event that you seek to withhold any documents, things or information on the basis that it is properly subject to some limitation on discovery, you shall supply Petitioner/Appellant with a list of the documents and things for which limitation of discovery is claimed, indicating:

- (a) The name of such author, writer, sender or initiator of such document or thing, if any;
- (b) The name of each recipient, addressee or party for whom such document or thing was intended, if any;
- (c) The name of the person in custody or charge of possession of each such document;
- (d) The date of each such document, if any, or an estimate thereof and so indicated as an estimate;
- (e) The general subject matter as described in each such document, or, if no such description appears, then such other description sufficient to identify said document;
- (f) The name, business address and position of each person who has seen, or has access to or knowledge of, the contents or nature of any such document; and
- (g) The claimed grounds for limitation of discovery (e.g. "attorney-client privilege").



## EXHIBIT 1

### DOCUMENT REQUESTS

Please provide each of the following:

1. Any and all documents relied upon by the Division in bringing and pursuing this Proceeding, including, but not limited to: (a) any documents evidencing, relating to, or concerning any conversations or communications between the Division, on one hand, and any or all of the Respondents to this Proceeding, on the other hand; and (b) any documents the Division has obtained, whether by subpoena or otherwise, in connection with its investigation of Respondents; and (c) any documents the Division may or will use in any way in this Proceeding at any time.

2. Any and all documents evidencing, relating to, or concerning the allegations of securities violations by any or all of the Respondents to this Proceeding, as alleged in paragraphs 9, and 53-59 of the Amended Order.

3. Any and all documents evidencing, relating to, or concerning the allegations regarding Avalon Resorts as contained in paragraph 7 of the Amended Order.

4. Any and all documents evidencing, relating to or concerning the allegation that "investor funds are being pooled," as alleged in paragraph 18 of the Amended Order.

5. Any and all documents, evidencing, relating to or concerning communications between any Arizona Resident or Universal Lease Sales Agent, on the one hand, and the Division, on the other hand, relating to this Proceeding or the subject matter thereof.

6. Any and all documents evidencing, relating to or concerning the Scottsdale, Arizona seminar referred to in paragraph 20 of the Amended Order.

7. Any and all documents evidencing, relating to or concerning the allegation contained

in paragraph 21 of the Amended Order that "options 1 and 2 are illusory choices, effectively leaving option 3 as sole Universal Lease Program alternative."

8. Any and all documents evidencing, relating to or concerning the allegations contained in paragraph 22 and 34 of the Amended Order.

9. Any and all documents evidencing, relating to or concerning the Arizona Department of Real Estate and its involvement, participation and/or knowledge as to any and all aspects of this Proceeding.

10. Any and all documents evidencing, relating to or concerning any administrative orders the Division contends were issued against any or all of the Respondents to this Proceeding, as alleged in paragraphs 49-51 of the Amended Order.

11. Any and all documents evidencing, relating to or concerning communications between the Division, on the one hand, and any federal or state regulatory authority (including, without limitation, the Arizona Real Estate Division) on the other hand, concerning this Proceeding and/or any Respondent herein.

12. Any and all documents evidencing, relating to, or concerning the Arizona Sales Agents referenced to in paragraphs 13 and 37 of the Amended Order.

13. Any and all documents evidencing, relating to, or concerning the allegations that the Universal Lease Program was or is a "scheme."

14. Any and all documents evidencing, relating to or concerning the bank accounts of any Respondents to this Proceeding.

15. Any and all documents evidencing, analyzing, reviewing, relating to or concerning training materials allegedly provided to Universal Lease Sales Agents.

16. Any and all notes, memoranda or other documents evidencing, relating to or

concerning Allen Walker's meetings, correspondence and/or conversations with any of the Respondents and/or any Universal Lease Sales Agent.

17. Any and all documents evidencing, relating to or concerning correspondence or other communications between Allen Walker, on the one hand, and any agent, employee or representative of the Pennsylvania Securities Commission, on the other hand.

18. Any and all documents that the Division might, expects to, or will use as exhibits or evidence in this Proceeding (including, without limitation, at the Hearing).

19. Any and all documents evidencing, relating to or concerning "Universal Lease promotional materials," as referenced in paragraph 25 of the Amended Order.

20. Any and all documents evidencing, relating to or concerning the allegations relating to One Vision Children's Foundation, Inc. referenced in paragraph 41 of the Amended Order.

21. Any and all documents evidencing, relating to or concerning the allegation, though not specifically plead in the Amended Order, relating to the Respondents involvement in a ponzi scheme -as asserted by the Securities Division during the March 4, 2004, Pre-Hearing Conference.

# Exhibit “C”

Martin R. Galbut (#002943)  
GALBUT & HUNTER  
A Professional Corporation  
2425 East Camelback, Suite 1020  
Phoenix, Arizona 85016  
Telephone: 602-955-1455  
Facsimile: 602-955-1585  
E-Mail: mgalbut@galbuthunter.com  
Attorneys for Respondents Yucatan Resorts, Inc.,  
Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

**BEFORE THE ARIZONA CORPORATION COMMISSION**

**COMMISSIONERS:**

**MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF MATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES**

In the matter of:

**YUCATAN RESORTS, INC., d/b/a  
YUCATAN RESORTS, S.A.,**

**RESORT HOLDINGS  
INTERNATIONAL, INC. d/b/a  
RESORT HOLDINGS  
INTERNATIONAL, S.A.,**

**WORLD PHANTASY TOURS, INC.  
a/k/a MAJESTY TRAVEL  
a/k/a VIAJES MAJESTY**

**MICHAEL E. KELLY,**

Respondents.

**DOCKET NO. S-03539A-03-0000**

**SUBPOENA FOR DEPOSITION**

**(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)**

**THE ARIZONA CORPORATION COMMISSION TO:** Alan Walker  
Special Investigator  
Securities Division  
Arizona Corporation Commission  
1300 West Washington Street  
3rd Floor  
Phoenix, Arizona 85007

**YOU ARE COMMANDED**, pursuant to Ariz. Rev. Stat. § 44-1823, § 41-1062 and A.A.C. 14-3-109, to appear and give deposition testimony, and to produce all documents in your possession, custody and/or control relating to the above-referenced Respondents and/or the above-referenced administrative action at the time and place specified below:

**DATE AND TIME OF APPEARANCE:** November 8, 2004, 9:00 a.m.

**PLACE OF APPEARANCE:** GALBUT & HUNTER,  
a Professional Corporation  
2425 E. Camelback Road  
Suite 1020  
Phoenix, Arizona 85016

You have been subpoenaed by attorneys for Respondents Yucatan Resorts, Inc., Yucatan Resorts, S.A., RHI, Inc., and RHI, S.A.

**YOU ARE HEREBY NOTIFIED THAT DISOBEDIENCE OF THIS SUBPOENA MAY  
SUBJECT YOU TO FURTHER PROCEEDINGS AND PENALTIES UNDER THE LAW.**

Dated this \_\_\_\_ day of \_\_\_\_\_, 2004.

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Brian C. McNeil, Executive Secretary  
Of the Arizona Corporation Commission

# Exhibit “D”

Martin R. Galbut (#002943)  
Jeana R. Webster (#021387)  
GALBUT & HUNTER  
A Professional Corporation  
2425 East Camelback, Suite 1020  
Phoenix, Arizona 85016  
Telephone: 602-955-1455  
Facsimile: 602-955-1585  
E-Mail: mgalbut@galbuthunter.com  
Attorneys for Respondents Yucatan Resorts, Inc.,  
Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

**BEFORE THE ARIZONA CORPORATION COMMISSION**

**COMMISSIONERS:**

**MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF MATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES**

In the matter of:

**YUCATAN RESORTS, INC., d/b/a  
YUCATAN RESORTS, S.A.,**

**RESORT HOLDINGS INTERNATIONAL,  
INC. d/b/a  
RESORT HOLDINGS INTERNATIONAL,  
S.A.,**

**WORLD PHANTASY TOURS, INC.  
a/k/a MAJESTY TRAVEL  
a/k/a VIAJES MAJESTY**

**MICHAEL E. KELLY,**

Respondents.

DOCKET NO. S-03539A-03-0000

**SUBPOENA FOR DEPOSITION**

**(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)**



**THE ARIZONA CORPORATION COMMISSION TO:** Records Custodian  
Securities Division  
Arizona Corporation Commission  
1300 W. Washington, 3<sup>rd</sup> Floor  
Phoenix, Arizona 85007

**YOU ARE COMMANDED**, pursuant to Ariz. Rev. Stat. § 44-1823, § 41-1062 and A.A.C. 14-3-109, to appear and give deposition testimony at the time and place specified below:

**DATE AND TIME OF APPEARANCE:** November 17, 2004, at 9:00 a.m.

**PLACE OF APPEARANCE:** Securities Division  
Arizona Corporation Commission  
1300 W. Washington, 3<sup>rd</sup> Floor  
Phoenix, Arizona 85007

You have been subpoenaed by the attorneys for Respondents Yucatan Resorts, Inc., Yucatan Resorts, S.A., RHI, Inc., and RHI, S.A.

**YOU ARE HEREBY NOTIFIED THAT DISOBEDIENCE OF THIS SUBPOENA MAY SUBJECT YOU TO FURTHER PROCEEDINGS AND PENALTIES UNDER THE LAW.**

Dated this \_\_\_\_ day of October, 2004.

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Brian C. McNeil, Executive Secretary  
Of the Arizona Corporation Commission

# Exhibit “E”

Martin R. Galbut (#002943)  
GALBUT & HUNTER  
A Professional Corporation  
2425 East Camelback, Suite 1020  
Phoenix, Arizona 85016  
Telephone: 602-955-1455  
Facsimile: 602-955-1585  
E-Mail: mgalbut@galbuthunter.com  
Attorneys for Respondents Yucatan Resorts, Inc.,  
Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

**BEFORE THE ARIZONA CORPORATION COMMISSION**

**COMMISSIONERS:**

**MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF MATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES**

In the matter of:

**YUCATAN RESORTS, INC., d/b/a  
YUCATAN RESORTS, S.A.,**

**RESORT HOLDINGS  
INTERNATIONAL, INC. d/b/a  
RESORT HOLDINGS  
INTERNATIONAL, S.A.,**

**WORLD PHANTASY TOURS, INC.  
a/k/a MAJESTY TRAVEL  
a/k/a VIAJES MAJESTY**

**MICHAEL E. KELLY,**

Respondents.

**DOCKET NO. S-03539A-03-0000**

**SUBPOENA FOR DEPOSITION**

**(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)**

**THE ARIZONA CORPORATION COMMISSION TO:** Gary Kirst  
Special Investigator  
Securities Division  
Arizona Corporation Commission  
1300 West Washington Street  
3rd Floor  
Phoenix, Arizona 85007

**YOU ARE COMMANDED**, pursuant to Ariz. Rev. Stat. § 44-1823, § 41-1062 and A.A.C. 14-3-109, to appear and give deposition testimony, and to produce all documents in your possession, custody and/or control relating to the above-referenced Respondents and/or the above-referenced administrative action at the time and place specified below:

**DATE AND TIME OF APPEARANCE:** November 8, 2004, 1:00 p.m.

**PLACE OF APPEARANCE:** GALBUT & HUNTER,  
a Professional Corporation  
2425 E. Camelback Road  
Suite 1020  
Phoenix, Arizona 85016

You have been subpoenaed by attorneys for Respondents Yucatan Resorts, Inc.,  
Yucatan Resorts, S.A., RHI, Inc., and RHI, S.A.

**YOU ARE HEREBY NOTIFIED THAT DISOBEDIENCE OF THIS SUBPOENA MAY  
SUBJECT YOU TO FURTHER PROCEEDINGS AND PENALTIES UNDER THE LAW.**

Dated this \_\_\_\_ day of \_\_\_\_\_, 2004.

---

Brian C. McNeil, Executive Secretary  
Of the Arizona Corporation Commission

# Exhibit "F"

Martin R. Galbut (#002943)  
GALBUT & HUNTER  
A Professional Corporation  
2425 East Camelback, Suite 1020  
Phoenix, Arizona 85016  
Telephone: 602-955-1455  
Facsimile: 602-955-1585  
E-Mail: mgalbut@galbuthunter.com  
Attorneys for Respondents Yucatan Resorts, Inc.,  
Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

**BEFORE THE ARIZONA CORPORATION COMMISSION**

**COMMISSIONERS:**

**MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF MATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES**

In the matter of:

**YUCATAN RESORTS, INC., d/b/a  
YUCATAN RESORTS, S.A.,**

**RESORT HOLDINGS  
INTERNATIONAL, INC. d/b/a  
RESORT HOLDINGS  
INTERNATIONAL, S.A.,**

**WORLD PHANTASY TOURS, INC.  
a/k/a MAJESTY TRAVEL  
a/k/a VIAJES MAJESTY**

**MICHAEL E. KELLY,**

Respondents.

**DOCKET NO. S-03539A-03-0000**

**SUBPOENA FOR DEPOSITION**

**(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)**

**THE ARIZONA CORPORATION COMMISSION TO:** Marcia Taplin  
Securities Division  
Arizona Corporation Commission  
1300 West Washington Street  
3rd Floor  
Phoenix, Arizona 85007

**YOU ARE COMMANDED**, pursuant to Ariz. Rev. Stat. § 44-1823, § 41-1062 and A.A.C. 14-3-109, to appear and give deposition testimony, and to produce all documents in your possession, custody and/or control relating to the above-referenced Respondents and/or the above-referenced administrative action at the time and place specified below:

**DATE AND TIME OF APPEARANCE:** November 9, 2004, 9:00 a.m.

**PLACE OF APPEARANCE:** GALBUT & HUNTER,  
a Professional Corporation  
2425 E. Camelback Road  
Suite 1020  
Phoenix, Arizona 85016

You have been subpoenaed by attorneys for Respondents Yucatan Resorts, Inc.,  
Yucatan Resorts, S.A., RHI, Inc., and RHI, S.A.

**YOU ARE HEREBY NOTIFIED THAT DISOBEDIENCE OF THIS SUBPOENA MAY  
SUBJECT YOU TO FURTHER PROCEEDINGS AND PENALTIES UNDER THE LAW.**

Dated this \_\_\_\_ day of \_\_\_\_\_, 2004.

---

Brian C. McNeil, Executive Secretary  
Of the Arizona Corporation Commission

# Exhibit "G"



Martin R. Galbut (#002943)  
GALBUT & HUNTER  
A Professional Corporation  
2425 East Camelback, Suite 1020  
Phoenix, Arizona 85016  
Telephone: 602-955-1455  
Facsimile: 602-955-1585  
E-Mail: mgalbut@galbuthunter.com  
Attorneys for Respondents Yucatan Resorts, Inc.,  
Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

**BEFORE THE ARIZONA CORPORATION COMMISSION**

**COMMISSIONERS:**

**MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF MATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES**

In the matter of:

**YUCATAN RESORTS, INC., d/b/a  
YUCATAN RESORTS, S.A.,**

**RESORT HOLDINGS  
INTERNATIONAL, INC. d/b/a  
RESORT HOLDINGS  
INTERNATIONAL, S.A.,**

**WORLD PHANTASY TOURS, INC.  
a/k/a MAJESTY TRAVEL  
a/k/a VIAJES MAJESTY**

**MICHAEL E. KELLY,**

Respondents.

**DOCKET NO. S-03539A-03-0000**

**SUBPOENA FOR DEPOSITION**

**(ASSIGNED TO THE HONORABLE  
MARC STERN, ADMINISTRATIVE  
LAW JUDGE)**

**THE ARIZONA CORPORATION COMMISSION TO:** William Day  
Deputy Director  
Arizona Department of Real Estate  
2910 N. 44<sup>th</sup> Street, Suite 100  
Phoenix, Arizona 85018

**YOU ARE COMMANDED**, pursuant to Ariz. Rev. Stat. § 44-1823, § 41-1062 and A.A.C. 14-3-109, to appear and give deposition testimony, and to produce all documents in your possession, custody and/or control relating to the above-referenced Respondents and/or the above-referenced administrative action at the time and place specified below:

**DATE AND TIME OF APPEARANCE:** November 9, 2004, 1:00 p.m.

**PLACE OF APPEARANCE:** GALBUT & HUNTER,  
a Professional Corporation  
2425 E. Camelback Road  
Suite 1020  
Phoenix, Arizona 85016

You have been subpoenaed by attorneys for Respondents Yucatan Resorts, Inc., Yucatan Resorts, S.A., RHI, Inc., and RHI, S.A.

**YOU ARE HEREBY NOTIFIED THAT DISOBEDIENCE OF THIS SUBPOENA MAY  
SUBJECT YOU TO FURTHER PROCEEDINGS AND PENALTIES UNDER THE LAW.**

Dated this \_\_\_\_ day of \_\_\_\_\_, 2004.

---

Brian C. McNeil, Executive Secretary  
Of the Arizona Corporation Commission